

<b>UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY</b>	
<b>GENOVA BURNS LLC</b> Daniel M. Stoltz, Esq. Donald W. Clarke, Esq. Susan A. Long, Esq. Jaclynn N. McDonnell, Esq. <a href="mailto:dstolz@genovaburns.com">dstolz@genovaburns.com</a> <a href="mailto:dclarke@genovaburns.com">dclarke@genovaburns.com</a> <a href="mailto:slong@genovaburns.com">slong@genovaburns.com</a> <a href="mailto:jmcconnell@genovaburns.com">jmcconnell@genovaburns.com</a> 110 Allen Road, Suite 304 Basking Ridge, NJ 07920 Tel: (973) 533-0777 Fax: (973) 814-4045	<b>BROWN RUDNICK LLP</b> Robert J. Stark, Esq. Jeffrey L. Jonas, Esq. Bennett S. Silverberg, Esq. Kenneth J. Aulet, Esq. <a href="mailto:rstark@brownrudnick.com">rstark@brownrudnick.com</a> <a href="mailto:jjonas@brownrudnick.com">jjonas@brownrudnick.com</a> <a href="mailto:bsilverberg@brownrudnick.com">bsilverberg@brownrudnick.com</a> <a href="mailto:kaulet@brownrudnick.com">kaulet@brownrudnick.com</a> Seven Times Square New York, NY 10036 Tel: (212) 209-4800 Fax: (212) 209-4801
<i>Proposed Co-Counsel for the Official Committee of Unsecured Creditors</i>	Eric R. Goodman, Esq. 601 Thirteenth Street NW Suite 600 Washington, DC 20005 Tel: (202) 536-1740 <a href="mailto:egoodman@brownrudnick.com">egoodman@brownrudnick.com</a>
	<i>Proposed Co-Counsel for the Official Committee of Unsecured Creditors</i>
In re:  POWIN, LLC, <i>et al.</i> , <sup>1</sup>  Debtors.	Chapter 11  Case No.: 25-16137 (MBK) (Jointly Administered)  Judge: Hon. Michael B. Kaplan

**APPLICATION FOR ORDER AUTHORIZING THE EMPLOYMENT  
AND RETENTION OF BROWN RUDNICK LLP AS CO-COUNSEL FOR  
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF  
POWIN, LLC, ET AL., NUNC PRO TUNC TO JUNE 27, 2025**

<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, are: (i) Powin Project LLC [1583]; (ii) Powin LLC [0504]; (iii) PEOS Holdings, LLC [5476]; (iv) Powin China Holdings 1, LLC [1422]; (v) Powin China Holdings 2, LLC [9713]; (vi) Charger Holdings, LLC [5241]; (vii) Powin Energy Ontario Storage, LLC [8348]; (viii) Powin Energy Operating Holdings, LLC [2495]; (ix) Powin Energy Operating, LLC [6487]; (x) Powin Energy Storage 2, Inc. [9926]; (xi) Powin Energy Ontario Storage II LP [5787]; (xii) Powin Canada B.C. Ltd. [2239]. The Debtors' mailing address is 20550 SW 115th Avenue, Tualatin, OR 97062.

The Official Committee of Unsecured Creditors (the “Committee”) of Powin, LLC, and its affiliated debtors and debtors-in-possession (collectively, the “Debtors”) in the above-captioned cases (the “Cases”), hereby submits this application (the “Application”) for entry of an order substantially in the form attached hereto as Exhibit A, authorizing and approving the retention and employment of Brown Rudnick LLP (“Brown Rudnick”) as co-counsel to the Committee in connection with these Cases, effective as of June 27, 2025, pursuant to sections 328(a) and 1103(a) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Local Rule 2014-1 of the Local Rules of the United States Bankruptcy Court for the District of New Jersey (the “Local Rules”). In support of the Application, the Committee submits the declarations of Bennett S. Silverberg (the “Silverberg Declaration”), a Partner at Brown Rudnick, attached hereto as Exhibit B and incorporated herein by reference, and Ace Engineering & Co., Ltd., in its capacity as Chair, attached hereto as Exhibit C (the “Chair Declaration”), and respectfully represents as follows:

**JURISDICTION AND VENUE**

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).
2. Venue in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief requested herein are sections 328(a) and 1103(a) of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Rule 2014-1.

## **BACKGROUND**

3. Beginning on June 9, 2025,<sup>2</sup> the Debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of New Jersey (the “Court”).

4. As of the date hereof, the Debtors continue as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code, and no trustee or examiner has been requested or appointed in these Cases.

5. On June 27, 2025, the United States Trustee for the District of New Jersey (the “United States Trustee”) filed the *Notice of Appointment of Official Committee of Unsecured Creditors* (the “Notice of Appointment”) [Docket No. 174].

6. On June 27, 2025, the Committee selected Brown Rudnick to serve as its co-counsel, subject to Court approval.

## **SERVICES TO BE RENDERED**

7. In its role as co-counsel to the Committee, Brown Rudnick will be responsible for representing the Committee in all aspects of these Cases, including all aspects of bankruptcy litigation and overall case strategy. The professional services to be provided by Brown Rudnick to the Committee, include, but are not limited to, the following:

- a. assisting, advising, and representing the Committee in its meetings, consultations and negotiations with the Debtors and other parties in interest regarding the administration of these Cases;
- b. assisting, advising, and representing the Committee in understanding its powers and its duties under the Bankruptcy Code and the Bankruptcy Rules and in

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<sup>2</sup> Debtor Powin Project LLC filed on June 9, 2025; Debtors Powin, LLC, Powin Energy Operating, LLC and Powin Energy Operating Holdings, LLC, Powin Energy Ontario Storage, LLC, Powin China Holdings 1, LLC, Powin China Holdings 2, LLC, PEOS Holdings, LLC, Charger Holdings, LLC filed on June 10, 2025. Debtor Powin Energy Storage 2, Inc., Powin Energy Ontario Storage II LP, Powin Canada B.C. Ltd on June 22, 2025.

- performing other services as are in the interests of those represented by the Committee;
- c. assisting with the Committee's review of the Debtors' Schedules of Assets and Liabilities, Statement of Financial Affairs and other financial reports prepared by or on behalf of the Debtors;
  - d. assisting the Committee's investigation of the acts, conduct, assets, liabilities, and financial condition of the Debtors and its affiliates, including certain transactions preceding the bankruptcy filing and the formation of the Debtors;
  - e. assisting and advising the Committee regarding the identification and prosecution of estate claims and causes of action;
  - f. assisting and advising the Committee in its review and analysis of, and negotiations with the Debtors and any counterparties related to, any potential sale or restructuring transactions;
  - g. reviewing and analyzing all applications, motions, complaints, orders, and other pleadings filed with the Court by the Debtors or third parties, and advising the Committee as to their propriety and, after consultation with the Committee, taking any appropriate action;
  - h. preparing necessary applications, motions, answers, orders, reports, and other legal papers on behalf of the Committee, and pursuing or participating in contested matters and adversary proceedings as may be necessary or appropriate in furtherance of the Committee's duties, interests, and objectives;
  - i. representing the Committee at hearings held before the Court and communicating with the Committee regarding the issues raised, and the decisions of the Court;
  - j. assisting, advising, and representing the Committee in connection with the review of filed proofs of claim and reconciliation of or objections to such proofs of claim and any claims estimation proceedings;
  - k. assisting, advising, and representing the Committee in their participation in the negotiation, formulation, and drafting of a plan of reorganization/liquidation;
  - l. assisting, advising, and representing the Committee with respect to its communications with the general creditor body regarding significant matters in these Cases;
  - m. responding to inquiries from individual creditors as to the status of, and developments in, these Cases; and
  - n. providing such other services to the Committee as may be necessary in these Cases or any related proceedings.

8. The Committee believes that it is necessary to employ counsel to render the professional services to the Committee as described above so that the Committee may properly fulfill its duties as provided in the Bankruptcy Code. Further, the Committee believes that Brown Rudnick is well qualified to handle the legal work required in these Cases.

9. The Committee has informed Brown Rudnick, and Brown Rudnick understands, that the Committee is filing applications to retain other professionals in these Cases. In particular, the Committee determined it was in its constituents' best interest to retain Genova Burns LLC ("Genova Burns") as co-counsel, and Alvarez & Marsal ("A&M") as financial advisor. The Committee understands that Brown Rudnick intends to work closely with the Committee's other professionals to ensure that there is no unnecessary duplication of services. To that end, Brown Rudnick will coordinate workstreams to maximize efficiency and has agreed on preliminary strategy and allocation of work with Genova Burns and A&M regarding such efforts. As these Cases progress, Brown Rudnick will continue to work diligently to allocate workstreams in an efficient manner. The Committee understands this approach is consistent with the effective management of workflow in bankruptcy cases of similar size and complexity.

#### **BROWN RUDNICK'S DISINTERESTEDNESS**

10. Brown Rudnick conducted a computerized "conflicts" database search comparing to the Debtors, the Committee members and their counsel, and certain other parties-in-interest against a list of Brown Rudnick's current and former clients, matters and adverse parties. Brown Rudnick has represented, and in the future may represent, certain of the Debtors, creditors, and other interested parties in unrelated matters adverse to such creditors or parties, as disclosed in the Silverberg Declaration.

11. The Committee has reviewed the Silverberg Declaration, including the "connections" (as such term is used in Bankruptcy Rule 2014) to these Cases disclosed therein.

12. Notwithstanding any such connections, the Committee believes that Brown Rudnick is “disinterested,” as that term is defined in section 101(14) of the Bankruptcy Code and does not hold or represent an interest adverse to the Debtors’ estates with respect to the matters for which Brown Rudnick is to be employed, as required by section 328(c) of the Bankruptcy Code.

13. To the extent that issues arise that would cause the Committee to be adverse to any of Brown Rudnick’s clients such that it would not be appropriate for Brown Rudnick to represent the Committee with respect to such matters, the Committee will request that Genova Burns, or conflicts counsel if appropriate, represent it with respect to those matters.

14. Other than as described herein, insofar as Brown Rudnick has been able to ascertain, other than in connection with these Cases, neither Brown Rudnick nor any partner, counsel or associate of Brown Rudnick, has any connection (connection being defined as a familial or professional relationship) with the Debtors, their creditors, or any other interested party herein, or their respective attorneys or accountants, or the United States Trustee or any person employed in the Office of the United States Trustee.

15. Brown Rudnick is conducting a continuing inquiry into matters that would affect its disinterested status. In the event additional disclosure is necessary, Brown Rudnick will promptly file a supplemental declaration with this Court setting forth any facts and circumstances relevant thereto.

#### **PROFESSIONAL FEES AND COMPENSATION**

16. Subject to this Court’s approval, and in accordance with sections 330 and 331 of the Bankruptcy Code and any orders of the Court, Brown Rudnick will charge for its legal services as co-counsel to the Committee on an hourly basis in accordance with its ordinary and customary hourly rates in effect on the date such services are rendered, and for its actual, reasonable and necessary out-of-pocket disbursements incurred in connection therewith, as set forth in the

Silverberg Declaration. The current hourly rates of Brown Rudnick professionals are in the following ranges:<sup>3</sup>

<u>Professional</u>	<u>2025 Hourly Rates</u>
Partners	\$950-\$2,450
Counsel	\$310-\$2,335
Associates	\$685-\$1,015
Paralegals	\$400-\$550

17. The Committee is advised that Brown Rudnick intends to apply to this Court for allowance of compensation and reimbursement of expenses in accordance with applicable provisions of the Bankruptcy Code, the applicable Bankruptcy Rules, the Local Rules, the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under United States Code by Attorneys in Larger Chapter 11 Cases* (the “U.S. Trustee Guidelines”), and further orders of this Court, including any order providing for interim compensation of professionals. Brown Rudnick will maintain detailed records of fees and expenses incurred in connection with the rendering of the professional services described above, in accordance with applicable rules and guidelines.

18. Consistent with Brown Rudnick’s policy with respect to its other clients, Brown Rudnick will charge for all other services provided and for any other charges and disbursements incurred in the rendition of services. These charges and disbursements include, but are not limited to, business meals, photocopies, courier service, computer assisted research, docket and court

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<sup>3</sup> As set forth in the Silverberg Declaration, pursuant to its ordinary practice, Brown Rudnick generally revises its rates on an annual basis. In the event that Brown Rudnick increases its standard hourly rates in its ordinary course of business during its retention in these Cases, prior to any increases to the rates set forth in this Application taking effect, Brown Rudnick shall provide ten (10) calendar days’ notice to the Committee, the Debtors, and the U.S. Trustee, and shall file a notice of the increase of its standard hourly rates with the Court. For purposes of clarity, any such notices of rate increase shall apply beginning with calendar year 2026.

filings fees, mail and express mail charges, messenger charges, document processing, telecommunications, travel, court reporting charges, and any other non-ordinary overhead expense such as overtime for secretarial personnel and other staff and any other incidental costs advanced by Brown Rudnick specifically for the representation of the Committee, in a manner and at rates consistent with charges made generally to Brown Rudnick's other clients. Photocopies and similar copies will be billed at a reduced rate of \$0.10 per page.

19. Brown Rudnick has further advised the Committee that it intends to seek compensation for all time and expenses associated with the preparation of this Application to retain Brown Rudnick and related documents, and the preparation of monthly, interim or final fee applications for Brown Rudnick. It will not bill for the defense of any fee applications. Brown Rudnick agrees to charge non-working travel time at 50% of the non-working travel time actually incurred.

20. Brown Rudnick has agreed to accept as compensation such sums as may be allowed by the Court, including on the basis of the professional time spent, the rates charged for such services, the necessity of such services to the administration of the Debtors' estates, the reasonableness of the time within which the services were performed in relation to the results achieved, and the complexity, importance, and nature of the problems, issues or tasks addressed in these Cases.

21. Brown Rudnick has no agreement with any other entity to share any compensation received, nor will any be made.

**RELIEF REQUESTED**

22. By this Application, the Committee respectfully requests that the Court enter an order, substantially in the form attached hereto as Exhibit A, pursuant to Bankruptcy Code sections 328(a) and 1103(a), Bankruptcy Rule 2014, and Local Rule 2014-1, authorizing the Committee to

retain and employ Brown Rudnick as co-counsel in these Cases. The Committee seeks to retain Brown Rudnick effective as of June 27, 2025, the date the Committee selected Brown Rudnick as proposed co-counsel.

**BASIS FOR RELIEF**

23. The Committee selected Brown Rudnick because of its extensive experience and knowledge of complex Chapter 11 matters, and believes Brown Rudnick is well qualified to represent the Committee in these Cases. For example, and as more fully described in the Silverberg Declaration, Brown Rudnick has represented official and unofficial committees and other prominent parties in many of the most complex and prominent Chapter 11 bankruptcy cases in recent years, including cases in this jurisdiction.

**NOTICE**

24. Notice of this Application has been provided to (a) the Debtors; (b) counsel to the Debtors; (c) the U.S. Trustee; and (d) all parties requesting notices pursuant to Bankruptcy Rule 2002. The Committee respectfully submits that no further notice is necessary under the circumstances.

**CONCLUSION**

WHEREFORE, for the reasons set forth in this Application and in the annexed Silverberg Declaration, and Chair Declaration the Committee respectfully requests that the Court enter an order, substantially in the form attached hereto as Exhibit A, authorizing the employment and retention of Brown Rudnick as co-counsel to the Committee effective as of June 27, 2025, and granting the Committee such other and further relief the Court deems just and proper.

Dated: July 25, 2025

Respectfully Submitted,

**THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS**

/s/ Carl Kim

Carl Kim on behalf of ACE Engineering & Co. Ltd.,  
solely in its capacity as Chair of the Official  
Committee of Unsecured Creditors of Powin, LLC,  
*et al.*

**EXHIBIT A**

**(Proposed Order)**

In re:	Chapter 11
POWIN, LLC, <i>et al.</i> , <sup>1</sup>	Case No.: 25-16137 (MBK) (Jointly Administered)
Debtors.	Judge: Hon. Michael B. Kaplan

**ORDER AUTHORIZING AND APPROVING THE EMPLOYMENT  
AND RETENTION OF BROWN RUDNICK LLP AS CO-COUNSEL FOR  
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF  
POWIN, LLC, ET AL., NUNC PRO TUNC TO JUNE 27, 2025**

Upon consideration of the *Application for Order Authorizing the Employment and Retention of Brown Rudnick LLP as Co-Counsel for the Official Committee of Unsecured Creditors of Powin, LLC, et al., Nunc Pro Tunc to June 27, 2025* (the “Application”),<sup>2</sup> pursuant to sections 328(a) and 1103(a) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Local Rule 2014-1 of the Local Rules of the United States Bankruptcy Court for the District of New Jersey (the “Local Rules”), authorizing and approving the employment of Brown Rudnick LLP (“Brown Rudnick”) as co-counsel to the Official Committee of Unsecured Creditors (the “Committee”) appointed in the above-captioned bankruptcy cases (the “Cases”) of Powin, LLC, et al. (the “Debtors”), effective as of June 27, 2025; and the declaration of Bennett S. Silverberg (the “Silverberg Declaration”), and the declaration of ACE Engineering & Co. Ltd., as Chair of the Committee (the “Chair Declaration”), in support of the Application annexed thereto; and the Court

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<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, are: (i) Powin Project LLC [1583]; (ii) Powin LLC [0504]; (iii) PEOS Holdings, LLC [5476]; (iv) Powin China Holdings 1, LLC [1422]; (v) Powin China Holdings 2, LLC [9713]; (vi) Charger Holdings, LLC [5241]; (vii) Powin Energy Ontario Storage, LLC [8348]; (viii) Powin Energy Operating Holdings, LLC [2495]; (ix) Powin Energy Operating, LLC [6487]; (x) Powin Energy Storage 2, Inc. [9926]; (xi) Powin Energy Ontario Storage II LP [5787]; (xii) Powin Canada B.C. Ltd. [2239]. The Debtors’ mailing address is 20550 SW 115th Avenue, Tualatin, OR 97062.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

having jurisdiction to consider the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and it appearing that the relief requested in the Application is in the best interests of the Debtors' estates, their creditors and other parties-in-interest; and the Committee having provided adequate and appropriate notice of the Application under the circumstances; and after due deliberation and good and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Application is GRANTED as set forth herein.
2. The Committee is authorized pursuant to sections 328(a) and 1103(a) of the Bankruptcy Code to retain and employ Brown Rudnick as co-counsel to the Committee effective as of June 27, 2025.
3. Brown Rudnick shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Cases as set forth in the Application and in compliance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any other applicable procedures or orders of this Court.
4. Brown Rudnick shall provide at least 10 calendar days' notice to the Committee, the Debtors, and the U.S. Trustee prior to any increases in the rates set forth in the Silverberg Declaration and shall file such notice with this Court.
5. The Committee and Brown Rudnick are authorized and empowered to take all actions necessary to implement the relief granted in this Order.
6. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

7. Notwithstanding any provision in the Bankruptcy Rules to the contrary, this Order shall be immediately effective and enforceable upon its entry.

8. Further terms of this Order shall be as follows:
  - a. Brown Rudnick will only bill 50% for non-working travel and shall not seek the reimbursement of any fees or costs, including attorney fees and costs, arising from the defense of any of Brown Rudnick's fee applications in these Cases;
  - b. Brown Rudnick will agree to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013 (the "U.S. Trustee Guidelines");
  - c. Brown Rudnick will use the billing and expense categories set forth in the U.S. Trustee Guidelines (Exhibit D-1, "Summary of Compensation Requested by Project Category"), and may use additional categories that provide additional detail on work performed;
  - d. Brown Rudnick will provide any and all monthly fee statements, interim fee applications, and final fee applications in "LEDES" format to the U. S. Trustee;
  - e. any and all compensation to be paid to Brown Rudnick for services rendered on the Committee's behalf shall be fixed by application to this Court in accordance with sections 330 and 331 of the Bankruptcy Code, such Federal Rules and Local Rules as may then be applicable, and any orders entered in these Cases governing the compensation and reimbursement of professionals for services rendered and charges and disbursements incurred;
  - f. Brown Rudnick shall use its reasonable best efforts to avoid any duplication of services provided by any of the Committee's other retained professionals in these Cases; and
  - g. Notwithstanding anything to the contrary in the Application or the Declarations attached to the Application, Brown Rudnick shall not be entitled to reimbursement for fees and expenses in connection with any objection to its fees, without further order of the Court.

Dated: \_\_\_\_\_, 2025

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THE HONORABLE MICHAEL B. KAPLAN  
UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT B**

**(Silverberg Declaration)**

<b>UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY</b>	
<b>GENOVA BURNS LLC</b> Daniel M. Stoltz, Esq. Donald W. Clarke, Esq. Susan A. Long, Esq. Jaclynn N. McDonnell, Esq. <a href="mailto:dstolz@genovaburns.com">dstolz@genovaburns.com</a> <a href="mailto:dclarke@genovaburns.com">dclarke@genovaburns.com</a> <a href="mailto:slong@genovaburns.com">slong@genovaburns.com</a> <a href="mailto:jmcconnell@genovaburns.com">jmcconnell@genovaburns.com</a> 110 Allen Road, Suite 304 Basking Ridge, NJ 07920 Tel: (973) 533-0777 Fax: (973) 814-4045	<b>BROWN RUDNICK LLP</b> Robert J. Stark, Esq. Jeffrey L. Jonas, Esq. Bennett S. Silverberg, Esq. Kenneth J. Aulet, Esq. <a href="mailto:rstark@brownrudnick.com">rstark@brownrudnick.com</a> <a href="mailto:jjonas@brownrudnick.com">jjonas@brownrudnick.com</a> <a href="mailto:bsilverberg@brownrudnick.com">bsilverberg@brownrudnick.com</a> <a href="mailto:kaulet@brownrudnick.com">kaulet@brownrudnick.com</a> Seven Times Square New York, NY 10036 Tel: (212) 209-4800 Fax: (212) 209-4801
<i>Proposed Co-Counsel for the Official Committee of Unsecured Creditors</i>	Eric R. Goodman, Esq. 601 Thirteenth Street NW Suite 600 Washington, DC 20005 Tel: (202) 536-1740 <a href="mailto:egoodman@brownrudnick.com">egoodman@brownrudnick.com</a>
	<i>Proposed Co-Counsel for the Official Committee of Unsecured Creditors</i>
In re:  POWIN, LLC, <i>et al.</i> , <sup>1</sup>  Debtors.	Chapter 11  Case No.: 25-16137 (MBK) (Jointly Administered)  Judge: Hon. Michael B. Kaplan

**DECLARATION OF BENNETT S. SILVERBERG, ESQ.  
IN SUPPORT OF THE APPLICATION FOR ORDER AUTHORIZING  
THE EMPLOYMENT AND RETENTION OF BROWN RUDNICK LLP AS CO-  
COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
OF POWIN, LLC, ET AL., NUNC PRO TUNC TO JUNE 27, 2025**

Pursuant to 28 U.S.C. § 1746, I, Bennett S. Silverberg, hereby declare:

<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, are: (i) Powin Project LLC [1583]; (ii) Powin LLC [0504]; (iii) PEOS Holdings, LLC [5476]; (iv) Powin China Holdings 1, LLC [1422]; (v) Powin China Holdings 2, LLC [9713]; (vi) Charger Holdings, LLC [5241]; (vii) Powin Energy Ontario Storage, LLC [8348]; (viii) Powin Energy Operating Holdings, LLC [2495]; (ix) Powin Energy Operating, LLC [6487]; (x) Powin Energy Storage 2, Inc. [9926]; (xi) Powin Energy Ontario Storage II LP [5787]; (xii) Powin Canada B.C. Ltd. [2239]. The Debtors' mailing address is 20550 SW 115th Avenue, Tualatin, OR 97062.

1. I am an attorney admitted to practice in the jurisdiction of New York and am a partner of the law firm Brown Rudnick LLP (“Brown Rudnick”), which maintains an office at Seven Times Square, New York, NY 10036.

2. I submit this Declaration (the “Silverberg Declaration”) in support of the application (the “Application”)<sup>2</sup> of the Official Committee of Unsecured Creditors (the “Committee”) appointed in the above-captioned cases (the “Cases”) for entry of an order, pursuant to sections 328(a) and 1103(a) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Local Rule 2014-1 of the Local Rules of the United States Bankruptcy Court for the District of New Jersey (the “Local Rules”), authorizing and approving the retention and employment of Brown Rudnick as co-counsel to the Committee in connection with these Cases, effective as of June 27, 2025.

3. Except as otherwise indicated herein, I have personal knowledge of the matters set forth herein and, if called as a witness, would testify competently thereto.

#### **BROWN RUDNICK’S QUALIFICATIONS AND EXPERIENCE**

4. Brown Rudnick is well qualified and able to represent the Committee in a cost effective and efficient manner. Among the reasons Brown Rudnick was selected as co-counsel, includes our deep bankruptcy bench with experience in representing committees in the largest and most complex Chapter 11 cases. Brown Rudnick’s Bankruptcy and Corporate Restructuring team is focused, first and foremost, on official committee engagements in large Chapter 11 cases. We are known for passionate and zealous advocacy on behalf of official committees. In addition to its

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<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

attorneys with decades of experience in restructuring, Brown Rudnick has a large and well-respected litigation group at the Committee's disposal.

5. Brown Rudnick has successfully represented official committees of creditors and equity security holders and debtors in many prominent and complex bankruptcy cases throughout the country.

#### **DISINTERESTEDNESS OF PROFESSIONALS**

6. In preparing this Declaration, an attorney working under my supervision caused the implementation of certain procedures developed by Brown Rudnick's Conflicts Department to ensure compliance with the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules (collectively, the "Statutory Authority"). Pursuant to the Statutory Authority, the attorney worked with Brown Rudnick's Conflicts Department to cause to be performed an examination and comparison (the "Connections Check") of the Debtors and non-debtor affiliates, creditors, and other parties-in-interest (collectively, the "Case Parties"). The list of Case Parties is attached hereto as Schedule 1. A summary of the results of the Connections Check is attached hereto as Schedule 2.

7. Based upon my review of the results of the Connections Check, to the best of my knowledge after diligent inquiry, neither Brown Rudnick, nor any member of Brown Rudnick, nor any attorney associated with or employed by Brown Rudnick, has any "connection," as such term is used in Bankruptcy Rule 2014, with the Debtors herein, their creditors, any other party-in-interest herein, their respective attorneys or accountants, the U.S. Trustee, or any person employed in the office of the U.S. Trustee, except to the extent set forth in Schedule 2 or as follows:

- a. Brown Rudnick appears in cases, proceedings, and transactions involving numerous attorneys, accountants, and financial advisors, some of which may represent the Debtors, creditors, or parties-in-interest, or themselves be creditors or parties-in-interest in these Cases. Brown Rudnick has not and will not represent any

of these creditors, investors, potential acquirers, parties-in-interest, attorneys, financial advisors, accountants, or any other entity in connection with these Cases.

b. Brown Rudnick represents many investors, financial institutions, and other persons or entities that may become creditors or parties-in-interest in these Cases. Brown Rudnick has not and will not represent any of these investors, financial institutions, or other creditors or parties-in-interest in connection with these Cases.

c. Brown Rudnick regularly appears in cases before the United States Bankruptcy Court for the District of New Jersey.

8. Notwithstanding any “connection” set forth in Schedule 2 and except as set forth herein, to the best of my knowledge, any “connection” of Brown Rudnick to the identified entities are limited to matters unrelated to the Debtors.

9. Brown Rudnick may represent in the future parties in documenting the trading of claims against, interests in, and debt of, the Debtors or their estates. Brown Rudnick has not and will not provide any valuation or strategic due diligence regarding the Debtors in connection with providing such advice. Our work, on behalf of such parties, is generally limited to: (i) the ordinary course review of any underlying loan, interest, or claim documentation in connection with the purchase or sale of such loan, interest, or claim and the review of any upstream trade transaction documentation in connection therewith; or (ii) advice based solely on publicly available information or information obtained in connection with (i) above. Brown Rudnick may also assist such parties with completing the filings or submissions necessary to complete the transfer of a debt, interest, or claim against the Debtors or their estates from a seller to a purchaser.

10. None of Brown Rudnick’s existing clients noted in Schedule 2 accounted for more than one percent (1%) of Brown Rudnick’s gross revenues for the past twelve (12) months.

11. It is possible that certain of the partners, counsel and associates of Brown Rudnick and such persons’ relatives may have familial or personal relationships, as well as business, contractual, or economic relationships, with officers, directors, and/or shareholders or creditors of

the Debtors, competitors of the Debtors, other professionals engaged in these Cases and/or other parties in interest in these Cases. I have not been made aware of any material relationships with any such individual.

12. I am not related to and, to the best of my knowledge, no other attorney at Brown Rudnick is related to (a) any United States Bankruptcy Judge for the District of New Jersey or (b) the U.S. Trustee or any person employed by the U.S. Trustee's office.

13. If Brown Rudnick discovers any information that is contrary to or pertinent to the statements made herein, Brown Rudnick will promptly disclose such information to the Court by filing and serving a supplemental declaration.

14. For the reasons stated herein, based on the conflicts search conducted to date and described here, to the best of my knowledge Brown Rudnick is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code and as used in section 328(c) of the Bankruptcy Code, and does not have an interest materially adverse to the interests of the Debtors' estates or any class of creditors or equity holders of the Debtors.

#### **PROFESSIONAL COMPENSATION**

15. Subject to this Court's approval, and in accordance with section 330(a) of the Bankruptcy Code and any orders of the Court, Brown Rudnick will charge for its legal services as co-counsel to the Committee on an hourly basis in accordance with its ordinary and customary hourly rates in effect on the date such services are rendered, and for its actual, reasonable and necessary out-of-pocket disbursements incurred in connection therewith.

16. My current hourly rate is \$1,980. Other attorneys and paraprofessionals will assist with these Cases as needed. As of the date hereof, the hourly rates of Brown Rudnick professionals are in the following ranges:

<u>Professional</u>	<u>2025 Hourly Rates</u>
Partners	\$950-\$2,450
Counsel	\$310-\$2,335
Associates	\$685-\$1,015
Paralegals	\$400-\$550

17. The hourly rates set forth above are Brown Rudnick's general hourly rates for work of this nature and are consistent with the customary compensation charged by comparably skilled attorneys at Brown Rudnick in similar matters, including non-bankruptcy matters. In the normal course of its business, Brown Rudnick revises its billing rates on an annual basis.

18. Brown Rudnick has advised the Committee that it intends to seek compensation for all time and expenses associated with the preparation of this Application to retain Brown Rudnick and related documents, and the preparation of monthly, interim or final fee applications for Brown Rudnick. It will not bill for the defense of any fee applications. Brown Rudnick will bill any non-working travel time at 50% of the actual time incurred.

19. In addition, Brown Rudnick will apply for reimbursement for any actual and necessary expenses incurred in representing the Committee, including, but not limited to, business meals, photocopies, courier service, computer assisted research, docket and court filing fees, mail and express mail charges, messenger charges, document processing, telecommunications, travel, court reporting charges, and any other non-ordinary overhead expense such as overtime for secretarial personnel and other staff and any other incidental costs advanced by Brown Rudnick specifically for the representation of the Committee, in a manner and at rates consistent with charges made generally to Brown Rudnick's other clients. Photocopies and similar copies will be billed at a reduced rate of \$0.10 per page.

20. Brown Rudnick has not agreed to share (a) any compensation it may receive with another party or person, other than with the partners, counsel, and associates of Brown Rudnick; or (b) any compensation another person or party has received or may receive in connection with these Cases.

21. Brown Rudnick has not received a retainer in connection with these Cases.

22. Based upon the information available to me, and except as otherwise described herein, Brown Rudnick holds no interest adverse to the Debtors, their estates, or any class of creditors or equity holders as to the matters in which it is to be employed. I know of no reason why Brown Rudnick cannot act as co-counsel to the Committee.

**STATEMENT REGARDING U.S. TRUSTEE GUIDELINES**

23. The following information is provided pursuant to paragraph D.1 of the U.S. Trustee Guidelines:

<b>QUESTION:</b>	Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?
Response:	No.
<b>QUESTION:</b>	Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?
Response:	No.
<b>QUESTION:</b>	If you represented the client in the 12 months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have changed post-petition, explain the difference and the reasons for the difference.
Response:	No.

<b>QUESTION:</b>	Has your client approved your prospective budget and staffing plan, and, if so, for what budget period?
Response:	The Committee will approve a budget and general staffing plan in connection with Brown Rudnick's representation of the Committee.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge.

Dated: July 25, 2025

/s/ Bennett S. Silverberg  
Bennett S. Silverberg

**SCHEDULE 1**

**(Case Parties)**

**Schedule 1**

**Potential Parties in Interest List**

**1. Debtors, Subsidiaries, and Affiliated Entities**

**Debtors:**

- Powin Project LLC (New Jersey)
- Powin Project LLC (New Jersey)
- Powin, LLC (Delaware)
- PEOS Holdings, LLC (Oregon)
- Powin China Holdings 1, LLC (Oregon)
- Powin China Holdings 2, LLC (Oregon)
- Charger Holdings, LLC (Oregon)
- Powin Energy Ontario Storage, LLC (Oregon)
- Powin Energy Operating Holdings, LLC (Delaware)
- Powin Energy Operating, LLC (Delaware)
- Powin Canada B.C., Ltd. (Canada)
- Powin Energy Storage 2, Inc. (Canada)
- Powin Energy Ontario Storage II, LP (Canada)

**Non-Debtor Powin Entities:**

- Powin Energy Holdings, LLC (Delaware)
- Powin Energy Intermediate, LLC (Delaware)
- Powin Australia Pty Ltd. (Australia)
- Powin Netherlands B.V. (The Netherlands)
- Powin Energy Spain S.L. (Spain)
- Powin UK Ltd. (United Kingdom)
- Yangzhou Finway Energy Tech Co., Ltd. (China)
- Qingdao CIMC-Powin New Energy Technology Co., Ltd. (China)
- Powin (Qingdao) New Energy Co., Ltd. (China)
- Powin EKS SellCo, LLC (Delaware)
- EKS HoldCo, LLC (Delaware)

**2. Current & Former Directors and Officers**

- Areille Pachecho
- Brian J. Kane
- Chad Paulson
- Gerard Uzzi
- Jeff Waters
- Kevin Paprzycki
- Scott Getman
- Joseph Lu
- John Brecker\*

**3. Trustees & Agents**

- GLAS USA LLC

\* Denotes Case Parties that were included in Brown Rudnick's connections check but were not included on the case parties list provided to Brown Rudnick by the Debtors.

**4. Insurers**

- AIG Specialty Insurance Company
- Admiral Insurance Company – Mt. Laurel
- Aspen Specialty Insurance Company
- Illinois Union Insurance Company
- Zurich American Insurance Company
- The Insurance Company of the State of Pennsylvania
- Lloyd's of London
- At-Bay Specialty Insurance Company
- Federal Insurance Company
- Allianz Global Risks US Insurance Company
- Argonaut Insurance Company
- North River Insurance Company
- USI Insurance Services

**5. Restructuring Professionals**

- Dentons US LLC
- CBMN Advisors LLC d/b/a/ Uzzi & Lall
- Huron Transaction Advisory LLC

**6. United States Bankruptcy Judges in the District of New Jersey**

- Christine M. Gravelle, Chief Judge
- Michael B. Kaplan
- Andrew B. Altenburg, Jr.
- Vincent F. Papalia
- John K. Sherwood
- Jerrold N. Poslusny, Jr.
- Stacey L. Meisel
- Mark E. Hall

**7. Clerk of the Court for the District of New Jersey**

- Michael Tedesco, Clerk to J. Gravelle
- Rebecca A. Earl, Clerk to J. Kaplan
- Cisse Diawara, Clerk to J. Kaplan
- Travis Graga, Clerk to J. Kaplan
- Suzanne Sweeney, Clerk to J. Altenburg Jr.
- Brooks West, Clerk to J. Altenburg, Jr.
- Christy McDonald, Clerk to J. Papalia
- Sydney Chapman, Clerk to J. Papalia
- Angela Pattison, Clerk to J. Sherwood
- Timothy Dumbroff, Clerk to J. Sherwood
- Kevin Holden, Clerk to J. Poslusny
- Kimberly Barbour, Clerk to J. Poslusny
- Juliana Diamond, Clerk to J. Meisel
- Amanda Simone, Clerk to J. Meisel
- Krista Shaheen, Clerk to J. Hall

**8. United States Trustees for the District of New Jersey**

- Martha Hildebrandt
- Adela Alfaro
- Kirsten K. Ardelean
- Francyne D. Arendas
- Michael Artis
- Lauren Bielskie
- Savanna Cruz
- Peter J. D'Auria
- David Gerardi
- Tia Green
- Daniel C. Kropiewnicki
- Samantha Lieb
- Tina L. Oppelt
- Angeliza Ortiz-Ng
- Robert J. Schneider, Jr.
- Jeffery Sponder
- Fran B. Steele
- James Stives
- Rachel Wolf
- William J. Ziemer

**9. Government Authorities**

- Arizona Department Of Revenue
- Delaware Department Of Revenue
- New Jersey Department Of Revenue
- Oregon Department Of Revenue
- Attorney General Of Arizona
- Attorney General Of Delaware
- Attorney General Of New Jersey
- Attorney General Of Oregon

**10. Utilities**

- Portland General Electric Company
- Republic Services
- Waste Management of Arizona, Inc.
- Festival Hydro Inc.
- SRP
- City of Mesa
- Independent Electricity System Operator
- Northwest Natural

**11. Top 50 Unsecured Creditors (Excluding Creditors Appearing in Other Categories of this List)**

- 8LOOP Logistics LLC
- Ace Engineering & Co., Ltd.
- Ashbaugh Energy Consulting
- Bergstrom (Changzhou) Heat Exchangers Co., Ltd
- Build AppliedLogix, LLC
- Building Automation Products, Inc.
- c3controls
- Carel USA, INC
- Celestica LLC
- CEVA Logistics US, Inc.
- Clean Energy Services CES LLC
- Contemporary Amperex Technology Co., Limited (CATL)
- Contemporary Nebula Technology Energy Co., Ltd.

- Crowe LLP
- EBARA Densan (Qingdao) Technology Co.,Ltd.
- Envision AESC US LLC
- Expeditors International of Washington, Inc.
- Experience Knowledge Strategy, S.L.
- Formosa Electronic Industries Inc.
- GLAS USA LLC
- GreEnergy Resources
- Huizhou Topband Electrical Technology Co., LTD
- JMS Wind Energy, Inc.
- KELLER'S INC
- Kentec Electronics Limited
- KPMG LLP
- Mainfreight Air & Ocean Pty Ltd
- Mainz Brady Group, Inc.
- McGuireWoods Consulting LLP
- McKinsey & Company, Inc. United States
- Miller Nash Graham & Dunn LLP
- Onshape A PTC Business
- Orr Protection Systems, Inc.
- Pearce Services, LLC
- Propeller Inc
- Qingdao CIMC Container Manufacture Co., Ltd
- Qingdao CIMC-POWIN New Energy Technology Co., Ltd
- R.H. Shipping & Chartering S De RL De CV
- RH Shipping & Chartering (USA) LLC
- Rubicon Professional Services, LLC
- Schneider Electric IT Corporation
- Shanghai Hdmann Industry Co., Ltd
- SIBA LLC
- SMA America, LLC
- Sonic Systems International, LLC
- Spark Power Renewables USA, Inc
- Specified Technologies Inc.
- Tech Heads Inc.
- Ultra Corpotech Private Limited
- Weifang Genius Electronics Co., Ltd.

## **12. Other Unsecured Creditors**

- Brian Palomino\*

## **13. Additional Notice Parties and Professionals**

- White & Case, LLP

## **14. Equity Investors**

- Energy Impact Partners\*
- Greenbelt Capital Partners\*
- Trilantic\*

\* Denotes Case Parties that were included in Brown Rudnick's connections check but were not included on the case parties list provided to Brown Rudnick by the Debtors.

## 15. Trade Vendors

- 218 Events LLC
- 3 Point Brand Management
- 3D Crane Service, LLC
- 3D Engineered Solutions, Inc.
- 3Drivers, Engenharia, Inovacao E Ambiente, LDA
- 8LOOP Logistics LLC
- 8Loop Trans Inc.
- A Plus Finish Roofing LLC
- A&D Fire
- Abacus Industries, Inc
- ABM
- AC Squared Consulting LLC
- Accuenergy (Canada) Inc.
- Accurate Employment Screening LLC
- ACCURE Battery Intelligence Inc.
- Ace Engineering & Co., LTD
- Ace Parking Management, Inc.
- activpayroll Ltd
- Acutran
- ADERO Scottsdale
- ADMET, Inc.
- ADT Commercial
- Advantech Corporation
- AFCODirect
- AgileBits Inc dba 1Password
- Agora Refreshments
- AirSea USA
- Airway Services LLC
- Alabama Department of Revenue
- Alegeus Technologies LLC dba WealthCare Saver
- Alexander Fattal
- Alliant Insurance Services, Inc
- Alliant Systems, LLC
- Allied High Tech Products, Inc.
- Allium US Holding LLC
- Alorair Solutions Inc.
- Altium Inc.
- Alvarez & Marsal Corporate Performance Improvement, LLC
- Amazon Web Services, Inc.
- Ameresco, Inc.
- American Arbitration Association, Inc.
- American Clean Power Association
- American Fire Technologies
- American Lamprecht Transport Inc.
- Ampere Computing LLC
- Amphenol Industrial Operations
- Antenna Group Inc.
- Anxin Testing Technology (Jiangsu) Co., Ltd
- Aon Consulting, Inc.
- Aon Risk Services Central, Inc.
- Aramark Refreshment Services, LLC
- Arbin Instruments
- ArentFox Schiff LLP
- Arizona Department of Revenue
- Arizona Foundation Services, LLC
- Arm Inc.
- Arnold Machinery Company
- ARRGH Manufacturing INC
- As You Wish All Around Services
- Ascendia Group LLC
- Ashbaugh Energy Consulting
- Asheville Humane Society, Inc
- Ashok Kulkarni
- AT&T Corp
- Atlantic Training, LLC
- ATS Specialized Inc
- AutomationDirect.com Inc
- Avalon Risk Management Insurance Agency LLC
- Axelliant LLC
- AYNA.AI LLC
- Backer Asia Limited
- BairesDev LLC
- Baker & Hostetler LLP
- Barco Rent A Truck
- Battery Innovation Center Institute, Inc.
- BBC Global News Limited
- BBC Steel Corporation
- BC Dimerco Logistics Corporation

- Beard Winter LLP
- BELFOR Property Restoration
- Bender Electronics Inc.
- Ben-X, LLC
- BERGSTROM (CHANGZHOU) HEAT EXCHANGERS CO., LTD
- BeyondTrust Corporation
- BIAC Broadband USA Inc.
- Billion Electric Co., Ltd.
- Bitwarden, Inc.
- Black & McDonald
- Black Duck Software, Inc.
- Blackhawk Supply
- Blank Rome LLP
- Blomquist Consulting LLC
- Bluewater Battery Logistics, LLC
- BMO Bank N.A.
- BNSF Logistics, LLC
- Bock Trade Law
- Brady Worldwide Inc.
- Brian Wiebe
- Bridge House Advisors Corp
- Briggs Service, Inc.
- Build AppliedLogix, LLC
- Building Automation Products, Inc.
- Building Champions Inc.
- Bull Mountain Heating & Cooling
- Business Talent Group, LLC
- Byron E Boone
- C.I. Services, Inc.
- C.L. Smith Co.
- c3controls
- California Department of Tax and Fee Administration
- Canary Marketing
- Canusa Logistics Inc.
- CapGemini America Inc.
- Capital Edge Construction
- Capitol Electric Co., Inc.
- Cardinal Utility Construction, Inc
- Career Partners, Inc.
- Carel USA, INC
- Cathleen Busha
- Caylent, Inc.
- CBMN Advisors LLC
- CCIC-CSA International Certification Co., Ltd
- Celestica (Thailand) Limited
- Celestica LLC
- Celigo, Inc.
- Centerline Communications
- CEP Portfolio 1A LLC
- CEVA Freight, LLC
- CEVA Logistics US, Inc.
- ChartHop, Inc.
- Christopher D Garza
- Chuweineng Testing Technology (Shanghai) Co., Ltd.
- Cintas Fire Protection
- Circulor Inc
- Citrin Cooperman Advisors LLC
- City of Portland
- City of Portland (Portland Fire & Rescue)
- City of Tualatin
- City Wide Facility Solutions
- CJC Transport LLC
- Clarion Safety Systems, LLC
- Clean Energy Services CES LLC
- Clyde and Co
- CODE UNLIMITED LLC
- Codibly Inc.
- Cogent Communications, Inc.
- Cogent Renewables LLC
- Collins Construction Project Specialists Inc.
- Colvin Steel Inc
- Commercial Contractors, Inc.
- Commercial Relocation Group, Inc.
- Compensation Advisory Partners, LLC
- Concur Technologies, Inc.
- ConductorOne, Inc.
- CONSOLIDATED ELECTRICAL DIST.
- Construction Specialties, Inc.
- ContactMonkey Inc.
- Contemporary Amperex Technology Co., Limited
- Contemporary Nebula Technology Energy Co., Ltd.

- Control Fire Systems
- Control Source Inc
- Copper State Bolt & Nut Co.
- Copytronix
- Cornerstone Web Studio LLC.
- Corrs Chambers Westgarth
- Cosco Shipping Project Logistics (Qingdao) Co., Ltd.
- Cousins USA Moving & Storage
- Crane Solutions LLC
- Crane Worldwide Logistics LLC
- Crating Technology, Inc
- Crescent Electric Supply Company
- Crowd Culture Pty Ltd
- Crowe LLP
- CSA America Testing & Certification LLC
- CSA Group Testing & Certification Inc.
- CSA Group Testing UK Limited
- CT Corporation
- CUATRECASAS GONÇALVES PEREIRA, S.L.P.
- Custom Air Products & Services, Inc
- D'Amico Catering
- Daniel Laurent
- Datanab
- David H Schroeder
- Davis Polk & Wardell LLP
- Davis Wright Tremaine LLP
- Dayton T. Brown, Inc.
- Deel Inc.
- Deep Sky Studios, LLC
- Dell Australia Pty Limited
- Delphi Precision Imaging Corporation
- Delta Dental Plan of Oregon
- Delta Systems Integration, Inc.
- Dentons US LLP
- Department of the Treasury
- Descartes Systems (USA) LLC
- DG Plus Design LLC
- Digi-Key Electronics
- Digital Third Coast Internet Marketing, Inc.
- DNV Energy USA, Inc.
- DNV Maritime and Energy S.L.U.
- DNV SERVICES UK LIMITED
- DNV Singapore Pte. Ltd.
- Doble Engineering Company
- DocuSign, Inc.
- Dometic Corporation
- Dong Fang International Container (Qingdao) Co., Ltd
- Douglas Stotland
- Dual Sea LLC
- Dynaco Testing LLC.
- Dynalelectric Oregon
- Dynapower Company,LLC
- E.ON Interactive Design, Inc.
- East West Container Line Inc.
- EBARA Densan (Qingdao) Technology Co.,Ltd.
- EDGE CONSTRUCTION SUPPLY LLC
- Edge2Cloud IoT, LLC
- EHS Insight
- Electrao - Associacao de Gestao de Residuos
- Ellis Creek LLC dba Ellis Creek Photography
- Emdoor Electronic Technology Co., Limited
- Encore Holdings LLC dba Encore Fire Protection
- Energy Security Agency
- Energy Storage Response Group LLC
- Energyear, S.L.
- Engineered Process Controls LLC
- Enrique C Mondragon
- Enterprise Holdings, Inc.
- Envision AESC US LLC
- Envoy, Inc.
- EPC Power Corp
- EPSoft® (AKA Aiotal Inc.)
- Erin Eisinger
- ESI, Inc. of Tennessee
- Estefania Ramirez
- ET Global
- ET Global GmbH
- ETAP
- Eurogility SL

- EVE POWER CO.,LTD.
- Everon, LLC
- Everstream Analytics
- Expeditors Canada, Inc
- Expeditors International de Mexico, S.A. de C.V.
- Expeditors International of Washington, Inc.
- Expeditors Tradewin, LLC
- Experience Knowledge Strategy, S.L.
- Export Internet Trade Systems, Inc.
- Express Employment Professionals
- Espresso Building Services LLC
- FAMCO
- FCD Labels
- Fedex
- FERASCO, LLC.
- Festival Chorale Oregon
- Field Office Property Owner LLC
- Fireaway Inc.
- FireSense Pty Ltd
- First Signal Fire Alarm Inc.
- FLEXOO GmbH
- Fluid Topics, Inc
- FMG Leading, LLC
- FMT Consultants, LLC
- Fobox Tecnologia Sustentable SA de CV
- FORA
- Forethought Life Insurance Company
- Formosa Electronic Industries Inc.
- Franchise Tax Board
- Freeths LLP
- FreeVoice Telecom
- FTI Consulting Inc.
- Functional Devices Inc.
- G&T Tax Advisers BV
- Gamry Instruments, Inc.
- Gary Golden
- Gearcor LLC
- Geoffrey L Brown
- Georgia Department of Revenue
- Georgian Bay Fire & Safety Ltd.
- Gerber Electronics
- GIC (New York) Inc.
- Gisi Marketing Group
- GLAS USA LLC
- Global Mobility Solutions, LLC
- Go Firefly, Inc
- GoEngineer, LLC
- Golden Bridge International Inc
- Gomathi Parasuram
- Gotion, Inc.
- Grace Hughes
- Grainger
- Grand Prix Tickets GmbH
- Graybar Electronic Company Inc.
- GreEnergy Resources
- GRID Alternatives, Inc.
- Grid-Scale Advisors, LLC
- Grupo Gestiona-T Gestores, S.L.
- GTI Energy
- GTI Fabrication
- Guangdong Eugard Co, Ltd.
- Guangdong Gangjing Electric Heating Technology CO.LTD
- Guggenheim Securities, LLC
- Gurock Software GmbH
- H&E Equipment Services, Inc.
- H2 Oregon Bottled Water
- Hawaii Department of Taxation
- Haynes and Boone LLP
- HDS Marketing, Inc.
- Hefei Ecriee-Tamura Electric Co., LTD
- HELM LIFE
- Henan SEMI Science & Technology Co., Ltd.
- Hentzen Coatings Inc.
- Herc Rentals Inc.
- Hermans & Schuttevaer Notarissen Adviseurs Mediators
- Hitachi Energy USA Inc.
- Hithium Energy Storage Technology USA, Inc.
- HOF Equipment Company
- Hofy Inc
- Hofy Ltd
- Holger Teichgraeber
- Holland & Knight LLP
- Hong Kong International Arbitration Centre

- Hottinger Brüel & Kjaer Inc.
- HR Partners Pte Ltd
- HSBC Bank USA, National Association
- Hsianglan Eschenbrenner
- Hub @ 202 Ownco, LLC
- HubSpot Inc.
- Hui Zhong Law Firm
- Huizhou Desay Battery Co., Ltd.
- Huizhou Topband Electrical Technology Co., LTD
- Hunter-Davison, Inc.
- Huron Transaction Advisory LLC
- I S Systems Pty Limited
- I&E Advisors LLC
- IANS
- IBASE SOLUTION CO., LTD
- IBE Electronics, Inc
- Idaho Specialized Transportation, Inc
- Idaho State Tax Commission
- IHS Global Inc.
- IMCO General Construction, Inc.
- Import Genius
- Incite Fire Pty Ltd
- Indeed, Inc.
- Indiana Department of Revenue
- Industrial Automation and Enclosures Inc
- Industrial Climate Engineering
- Industrial Fans Direct
- Industrial Inspection Group Inc.
- Industrial Networking Solutions
- Industrial Painter LLC
- Industrial Rigging Service of Central Texas, Inc.
- Informa UK Limited
- Ingeteam Inc.
- Integrity Electrical Services Company, LLC
- Intelex Technologies ,ULC
- International SOS Assistance, Inc.
- Intertek Testing Services Ltd Shanghai
- Intertek Testing Services, N.A.
- Intralinks, Inc.
- Intro Messebau GmbH
- IO HVAC Controls
- IOActive, Inc.
- IPFS Corporation
- ISN Software Corporation
- ITC Services Inc
- J.P. Morgan Chase Bank NA
- Jabil Inc.
- James T Dufour
- JAMF Software LLC
- Jason Bignall
- Jason Harbour
- JC Licht LLC
- JDM Legal & Consulting Services LLC
- Jensen Hughes, Inc.
- JHI ENGINEERING INC
- Jiaxing Lizi Electrical Co., LTD
- JMS Wind Energy, Inc.
- Job Mobz
- Joel A Snair
- John C Clapp
- John Paul Bogan
- Johnson Controls, Inc.
- Jonathan Moraglia
- Joral Technologies
- Julie J Stiglish
- JYT Shipping LLC
- Kaiser Permanente
- Kaori Guymon
- Karbo Communications, Inc.
- KBF CPAs LLP
- KELLER'S INC
- Kentec Electronics Limited
- Keysight Technologies, Inc.
- Kirkland & Ellis LLP
- KKR Credit Advisors (US) LLC (EIN: 20-1283596)
- Klarquist Sparkman, LLP
- Klaudemis S.L.
- KLH Electrical Inc.
- KnowBe4 Inc.
- Korn Ferry (US)
- KPC Power Electrical Ltd.
- KPMG LLP
- KPMG LLP (UK)
- Kroll, LLC

- Krue Industrial, LLC
- Kuehne + Nagel Inc.
- Kupono Solar LLC\*
- Lance M Brown
- LandCare USA L.L.C
- Larson Electronics LLC
- Lateralworks
- Latest Craze Productions Inc
- Latitude Media
- Lawrence A Whittet
- LeadFar Technologies Co., Ltd.
- Lee and Li, Attorneys-at-Law
- Legal Management Advisory, S.L.
- Level 4 Consulting, LLC
- LHH and LHH Recruitment Solutions
- Libess Service
- Li-Cycle Inc.
- Lifelines Counseling Services
- LingPerfect Translations, Inc.
- Linkedin Corp
- Live Nation Worldwide Inc.
- Loadmaster Crane, Inc.
- Logicalis Shanghai Limited
- LONG Building Technologies, Inc
- Lovelytics Data LLC
- Lu Pacific Properties, LLC
- Maanshan Hongming Electrical Equipment Trading Co. LTD
- Mackenzie
- Madison OFC Brickell FL LLC
- Mainfreight Air & Ocean Pty Ltd
- Mainfreight Inc.
- Mainz Brady Group, Inc.
- Malta Dynamics, LLC
- MAMAC Systems, Inc.
- Map Your Show, LLC
- Marc Vadillo Aguilar
- Marine Lumber CO Corp
- Markowitz Herbold PC
- Marriott Scottsdale Old Town
- Marterra Properties
- Marvair
- Masof, Inc
- Massachusetts Department of Revenue
- Matrix Networks
- Maximum Machinery Moving, LLC
- Mayer Brown LLP
- McCarthy Tetrault LLP
- McGuireWoods Consulting LLP
- McKinsey & Company, Inc. United States
- McMaster-Carr Supply Company
- MCPc, Inc.
- Meadowlark Mechanical LLC
- MECOP Inc.
- Megan Beatty
- Melissa Schwartz
- MESA Standards Alliance
- Messe Freiburg
- Messe Munchen GmbH
- Metaview Global Ltd
- Metro Access Control
- MG HR, S. de R.L. de C.V.
- Michael A McHargue
- Micro Epsilon America, LP
- Millennium Building Services, Inc
- Miller Nash Graham & Dunn LLP
- Minnesota Department of Revenue
- MinterEllison
- MMI-Machineworks LLC
- Mobile Mini, Inc.
- Mobile Modular Portable Storage
- Modelon Inc.
- monday.com Ltd
- Morgan Stanley & Co. LLC
- MotoGFX, LLC
- Mountain Alarm
- Mouser Electronics, Inc.
- Moxa Americas Inc.
- MSC Mediterranean Shipping Company S.A.
- Mulberry Talent Partners
- Muza Metal Products, LLC
- Nanjing HeBen M&E Equipment Technology Co., Ltd.
- National Fire & Safety Solutions, Inc.
- National Service Alliance – Houston LLC
- Nationwide Mutual Insurance Company

\* Denotes Case Parties that were included in Brown Rudnick's connections check but were not included on the case parties list provided to Brown Rudnick by the Debtors.

- Nationwide Transport Services LLC
- Naturgy Renewables USA Corp dba Front Range Midway Solar Project, LLC
- Navex
- Navis International Trade & Consulting Ltd
- Networkia Cuzco SL
- New Mexico Taxation and Revenue Department
- New York City Department of Finance
- New York State Corporation Tax
- New York State Department of Taxation
- New York State Unemployment Insurance
- Next Security LLC
- Nicholas Boxwell
- Nicholas V Escobar
- Nickalus Johnson
- Nippon Express (China) Co., Ltd. Guangzhou Branch
- Nippon Express USA Inc.
- NoBlue SaaS Limited
- Nomura Corporate Funding Americas, LLC
- North Carolina Department of Revenue
- North Coast Electric Company
- North Star Imaging, Inc.
- Northstock, Inc
- Norton Rose Fulbright US LLP
- NP Machineworks LLC
- N-Sci Technologies Inc.
- NW Facility Solutions, Inc
- O'Reilly Media, Inc.
- OfficeSpace Software Inc
- Oliver Rokoff
- Olori Crane Service, Inc.
- Omega Morgan Rigging - OR, Inc.
- Omni Logistics
- One Source Freight, LLC
- O'Neill Transfer & Storage Co., Inc.
- Onlinecomponents.com
- OnLogic, Inc.
- Onshape A PTC Business
- Oracle America, Inc.
- Oregon Department of Revenue
- Orr Protection Systems, Inc.
- OT Technology, Inc.
- OTIS Elevator Company
- Outcome Energy, LLC (Tim Healy)
- Pacific Customs Brokers Ltd.
- Pacific Fence & Wire Co.
- Paligo AB
- PAN Communications Inc.
- Panel Specialists, Inc.
- Pape' Material Handling, Inc.
- Parking NW, LLC
- PARS International Corp.
- Partners in Diversity
- PayCargo LLC
- PCdisposal.com LLC
- Pearce Services, LLC
- PENNSYLVANIA DEPARTMENT OF REVENUE
- People 2.0 Industrial, LLC
- People 2.0 North America, LLC
- Perfect Meeting GmbH
- Perixx Computer GmbH
- Perkins Coie LLP
- Permian Energy Services
- Pioneer Packaging
- Platt Electric Supply
- PMC Treasury Inc
- Poly Performance, Inc.
- Portland Marriott Downtown Waterfront
- Potter Anderson & Corroon LLP
- Power Electronics USA Inc.
- PRAXIS Technology Escrow, LLC
- Premier Press
- PricewaterhouseCoopers Advisory Services LLC
- PriceWaterHouseCoopers Asesores De Negocios, S.L.
- PRIME AGENCY
- Principal Life Insurance Company
- Priority-1 Inc.
- Pristine Plumbing Inc.
- Procore Technologies, Inc.

- Procurement Inc. DBA: Pack-n-Tape
- Professional Plastics Inc
- Prolamsa
- Prolift Rigging Company, LLC
- Propeller Inc
- ProWireandCable LLC
- PV Trade Media LLC
- PVM PRODUCTION JULIA MALCHER
- Qingdao CIMC Container Manufacture Co., Ltd
- Qingdao CIMC-POWIN New Energy Technology Co., Ltd
- QINGDAO HARVEST TRADING CO., LTD
- Qingdao Henka Precision Technology CO., Ltd
- Qingdao Sensnow Software Co., Ltd.
- Qingdao Sheng yuan lin Electric Co.,Ltd
- Quadro Communications
- Quailhurst Vineyard Estates
- Quality Water Financial, LLC
- Questyme USA
- R.H. SHIPPING & CHARTERING S DE RL DE CV
- R.S. Hughes Co., Inc.
- Radiate Holdings, LP
- Raindrop Supply Inc.
- Rand Worldwide Subsidiary Inc.
- Rapid7 LLC
- Reed Exhibitions Australia Pty Limited
- Reed Smith LLP
- Regence BlueCross BlueShield of Oregon
- Renew Energy Electrical LLC
- Renewable Energy Tax Advisors LLC
- Renewable Northwest Project
- Renewance, Inc.
- Repario Data LLC
- REPT BATTERO Energy Co., Ltd
- RES Energy Global Services, SLU
- RESA Service, LLC
- Residence Inn by Marriott LLC
- Resideo Singapore Pte Ltd
- Responsive
- Returning Veterans Project
- Reuters News & Media Limited
- Rexel USA, Inc.
- Rexgear. Inc.
- RH Shipping & Chartering (USA) LLC
- Richards, Layton & Finger, P.A.
- Robert Half International, Inc
- Robert Won
- Rocky Mountain Reserve, LLC
- Roland Berger LP
- Rose City Moving & Storage
- RRC Power & Energy, LLC
- RS
- Rubicon Professional Services, LLC
- Rubicon Technical Services, LLC
- Rudd & Company, PLLC
- Russell Reynolds Associates, Inc.
- Ryan Electric, Inc.
- S&P Global Inc.
- S.A.A. Logistics Inc
- S2 Imaging
- Saber Power Services, LLC
- SAFE Laboratories and Engineering Corp.
- Salary.com LLC
- Salesforce, Inc.
- SAS Institute Inc.
- Schneider Electric IT Corporation
- Schwartz Levitsky Feldman, LLP
- Scottsdale Marriott at McDowell Mountains
- SE Recycling Limited
- Security Packaging
- Senva, Inc.
- SGS-CSTC Standards Technical Services (Shanghai) Co., Ltd.
- Shanghai Shengrun Int'l Transport Co.,LTD
- Shanghai Hdmann Industry Co., Ltd
- SHANGHAI NINE HONESTY INTERNATIONAL CARGO AGENT CO.,LTD
- Sharpe & Abel Pty Lrd

- Sheldon Manufacturing, Inc.
- ShelterPoint Life Insurance Company
- Shenzhen Ace Battery Co., Ltd
- Shenzhen Baiqiancheng Electronic Co.,Ltd
- Shenzhen Envicool Technology Co., Ltd.
- Shenzhen TOPOS Sensor Technology Co., Ltd
- Sheraton Grand at Wild Horse Pass
- Shift Space, LLC
- Shimshi Inc.
- SIBA LLC
- Sigma Corporation
- Sigma Design Inc.
- Signtastic
- Siltherm Advanced Materials PTE LTD
- Slalom, Inc.
- SMA America, LLC
- SMA SOLAR TECHNOLOGY AG
- Smartsheet Inc.
- SMM Information & Technology Co., Ltd
- Social Inertia, Inc.
- Socomec, Inc.
- Solar Art
- Solar Energy Trade Shows, LLC dba RE+ Events, LLC
- Solar Media Limited
- Solas Energy Consulting U.S. Inc.
- Solution 7 Ltd
- SOLV Energy, LLC
- Sonic Systems International, LLC
- SourceOne Transportation
- Southco, Inc
- Southwest Mobile Storage Inc.
- SP Garland Solar Storage, LLC
- SPAIN-US CHAMBER OF COMMERCE, INC.
- Spark Power Renewables Canada Inc.
- Spark Power Renewables USA, Inc
- Specified Technologies Inc.
- SPECTRUM FIRE PROTECTION
- Speedrack West
- Spencer Stuart
- Sphera Solutions, Inc.
- Spico Solutions, Inc.
- Stamford Language and Communication
- Standard Security Life Insurance Company of New York
- Stanley J Stevenson
- Star Incorporated
- State of New Jersey Department of Labor and Workforce Development
- State of New Jersey Division of Taxation
- Step Function I-O LLC
- Stout Risius Ross, LLC
- Strata Solar, LLC
- Strategy Learning Center LLC dba Outthinker
- Stuart H Statman
- Studio Legale Bird & Bird
- Summit EHSQ Inc.
- Sunbelt Rentals, Inc
- Sunbelt Solomon Services, LLC
- SunGrid Corp
- SunGrid Solutions
- Sunshine Middle East SL
- SuZhou Pioneer NewEnergy Testing Technology CO., LTD
- Syarikat Lan-Ric Industries Sdn. Bhd.
- Synopsys, Inc.
- T.N. DIRECT LIMITED
- Taiyuan Weiyang Testing Technology Service Co., Ltd
- Tarek Kanso dba Poler Werks LLC dba PolarX
- Tarlow Naito & Summers, LLP
- Tax Collector, Multnomah County
- Taylor Stewart
- Taylor's Technical Triage, Inc.
- Tech Heads Inc.
- Tech Talent Link, Inc.
- Tekscan Inc
- TEquipment/Touchboards
- TestEquity LLC
- Texas Comptroller of Public Accounts
- The Boston Consulting Group, Inc.

- The City of Glenwood Springs
- The Contingent
- The EMC Shop
- The LRE Foundation
- The MIACON Group
- The Prudential Insurance Company of America
- The Prudential Insurance Company of America VB
- The Richardson Company
- The Sleeper Group LLC
- Thomson Reuters - West
- Thomson Reuters (Tax & Accounting) Inc.
- ThrivePass, Inc.
- Thyssenkrupp Materials NA, Inc.
- TLD Logistics Services, Inc.
- TMEIC Corporation
- Tomedes LLC
- Tonkon Torp LLP
- Topband Mexico S de RL de CV.
- TOPBAND SMART DONG NAI (VIET NAM) COMPANY LIMITED
- Total Quality Logistics, LLC
- Toyota Industries Commercial Finance, Inc.
- Trail Blazers Inc.
- TrailB Technologies LLC
- Trans Wagon Int'l Co., Ltd (Taichung Office)
- Transperfect International, LLC
- Transport Continental Inc
- Travel Incorporated
- Tricor Direct Inc DBA Emedco
- Trilantic Capital Management L.P.
- TRIM-LOK, INC
- Triple P RTS LLC
- Trivergix Group
- True Capital Partners LLC
- True Seals LLC
- Trullion ([www.Trullion.com](http://www.Trullion.com))
- Trumony Aluminum Limited
- TTI, Inc.
- Tube Art Group
- TUV Rheinland (Shanghai) Co., Ltd
- TUV Rheinland of North America, Inc.
- TUV Rheinland/CCIC (Qingdao) Co. Ltd
- TUV SUD America, INC.
- U.S. Customs and Border Protection
- U.S. Nameplate Co. Inc.
- Udemy, Inc
- UKG Inc.
- ULINE
- Ultra Corpotech Private Limited
- Unishippers
- United Rental
- United Site Services Northeast, Inc.
- United Site Services of California, Inc.
- United Site Services of Florida, LLC
- United Site Services of Nevada, Inc.
- United Way of Asheville and Buncombe County
- University of North Carolina at Chapel Hill
- US Bank Equipment Finance
- USI Insurance Services LLC
- VanderHouwen & Associates, Inc.
- VDE Americas, Inc.
- Vector Renewables Japan Kabushiki Kaisha
- Velocity EHS
- Veris Industries LLC
- Verizon
- Virginia Department of Taxation
- Vision Service Plan
- Visual Aid Inc
- Voltility Group
- Vortex Industries, LLC
- Warwick Valley BBA, LLC
- Washington Consular Services, Inc
- Washington County - Property Tax Payment Center
- Washington County Dept. of Assessment & Taxation
- Weifang Genius Electronics Co., Ltd.
- Weiss Technik North America, Inc.
- Wesco Distribution, Inc
- Westin Riverfront Hotel

- White & Case LLP
- Williams Scotsman, Inc (dba WillScot)
- Willis Towers Watson Northeast, Inc.
- Willis Towers Watson West Insurance Services, Inc
- Wilson Fire Equipment & Service Company, Inc.
- Wilson Sonsini Goodrich & Rosati, P.C.
- Windy City Wire Cable & Technology Products, LLC
- Winthrop & Weinstine, P.A.
- Women in Cleantech and Sustainability
- Wood Mackenzie Inc
- Workbench Corp
- Worldwide Insurance Services, LLC
- WWR International Recruitment and Consulting Group SA DE CV
- Wynn Las Vegas, LLC
- Xenium Resources, Inc.
- Xerox Financial Services LLC
- XPLM Solution, Inc.
- Xuzhou G Battery International, Trade Co., Ltd.
- Yubico Inc
- Ziply Fiber
- Zitara Technologies, Inc.
- ZONE & COMPANY SOFTWARE CONSULTING, LLC
- Zuper, Inc.

**SCHEDULE 2**

**(Connections)**

Individual/Entity Name	Bankruptcy Role	Current Client	Former Client	Adverse To Or Aligned With Current Or Former Clients In Unrelated Matters (Applicable to Searched Entity or Affiliate of Searched Entity) [X=Yes]	Other Connection	Lateral Attorney Connection
Abacus Industries, Inc	Trade Vendor		X	X		
ABM	Trade Vendor		X (applicable to affiliate of searched entity)	X		
Admiral Insurance Company – Mt. Laurel	Insurer			X		
ADT Commercial	Trade Vendor			X		
AFCODirect	Trade Vendor			X		
AIG Specialty Insurance Company	Insurer		X (applicable to affiliate of searched entity)	X		
Alabama Department of Revenue	Trade Vendor			X		
Alliant Insurance Services, Inc	Trade Vendor	X		X		
Allianz Global Risks US Insurance Company	Insurer		X (applicable to affiliate of searched entity)	X		
Allium US Holding LLC	Trade Vendor			X		
Alvarez & Marsal Corporate Performance Improvement, LLC	Trade Vendor		X (applicable to affiliate of searched entity)	X		
Amazon Web Services, Inc.	Trade Vendor	X		X		
Ameresco, Inc.	Trade Vendor		X			
American Arbitration Association, Inc.	Trade Vendor		X		X	
Amphenol Industrial Operations	Trade Vendor		X (applicable to affiliate of searched entity)	X		
Aon Consulting, Inc.	Trade Vendor			X		
Aon Risk Services Central, Inc.	Trade Vendor			X		
Aramark Refreshment Services, LLC	Trade Vendor		X (applicable to affiliate of searched entity)	X		
ArentFox Schiff LLP	Trade Vendor			X		
Argonaut Insurance Company	Insurer		X (applicable to affiliate of searched entity)	X		
Arizona Department of Revenue	Government Authority			X		
Aspen Specialty Insurance Company	Insurer			X		
AT&T Corp	Trade Vendor	X (applicable to affiliate of searched entity)	X (applicable to affiliate of searched entity)	X		
Attorney General of Arizona	Government Authority			X		
Attorney General of Delaware	Government Authority			X		
Attorney General of New Jersey	Government Authority			X		
Attorney General of Oregon	Government Authority			X		
AutomationDirect.com Inc	Trade Vendor			X		
Baker & Hostetler LLP	Trade Vendor		X	X		
Blank Rome LLP	Trade Vendor		X	X		
BMO Bank N.A.	Trade Vendor			X		
BNSF Logistics, LLC	Trade Vendor			X		
Brady Worldwide Inc.	Trade Vendor			X		
California Department of Tax and Fee Administration	Trade Vendor			X		
CBMN Advisors LLC	Trade Vendor			X		
CBMN Advisors LLC d/b/a Uzzi & Lall	Restructuring Professional			X		
Cintas Fire Protection	Trade Vendor			X		
City of Portland	Trade Vendor			X		
Clean Energy Services CES LLC	Creditor/Trade Vendor					Former Client (applicable to affiliate of searched entity)
Cogent Communications, Inc.	Trade Vendor			X		
Concur Technologies, Inc.	Trade Vendor			X		
Crowe LLP	Creditor/Trade Vendor	X		X		Former Client (applicable to affiliate of searched entity)
CT Corporation	Trade Vendor			X		
Deel Inc.	Trade Vendor			X		
Delaware Department of Revenue	Government Authority			X		
Dentons US LLC	Restructuring Professional			X		
Energy Impact Partners	Equity Investor					Former Client (applicable to affiliate of searched entity)
Enterprise Holdings, Inc.	Trade Vendor			X		
Envoy, Inc.	Trade Vendor			X		
ESI, Inc. of Tennessee	Trade Vendor		X (applicable to affiliate of searched entity)			
Everon, LLC	Trade Vendor			X		
Federal Insurance Company	Insurer		X	X	X (applicable to affiliate of searched entity)	
Fedex	Trade Vendor		X	X		
Formosa Electronic Industries Inc.	Creditor/Trade Vendor/Committee Member		X (applicable to affiliate of searched entity)			Former Client (applicable to affiliate of searched entity)
Franchise Tax Board	Trade Vendor			X		
FTI Consulting Inc.	Trade Vendor		X	X		
Georgia Department of Revenue	Trade Vendor			X		
GLAS USA LLC	Trustee & Agent		X	X		Former Client (applicable to affiliate of searched entity)
GoEngineer, LLC	Trade Vendor			X		
Grainger	Trade Vendor			X		
Guggenheim Securities, LLC	Trade Vendor			X		
H&E Equipment Services, Inc.	Trade Vendor			X		

Individual/Entity Name	Bankruptcy Role	Current Client	Former Client	Adverse To Or Aligned With Current Or Former Clients In Unrelated Matters (Applicable to Searched Entity or Affiliate of Searched Entity) [X=Yes]	Other Connection	Lateral Attorney Connection
Hawaii Department of Taxation	Trade Vendor			X		
Haynes and Boone LLP	Trade Vendor			X		
Herc Rentals Inc.	Trade Vendor			X		
Holland & Knight LLP	Trade Vendor			X		
HSBC Bank USA, National Association	Trade Vendor		X			
HubSpot Inc.	Trade Vendor		X			
Huron Transaction Advisory LLC	Restructuring Professional			X		
Huron Transaction Advisory LLC	Trade Vendor			X		
Idaho State Tax Commission	Trade Vendor			X		
IHS Global Inc.	Trade Vendor			X		
Illinois Union Insurance Company	Insurer		X (applicable to affiliate of searched entity)	X	X (applicable to affiliate of searched entity)	
Indiana Department of Revenue	Trade Vendor			X		
Intelix Technologies, LLC	Trade Vendor			X		
Intertek Testing Services Ltd Shanghai	Trade Vendor			X		
Intertek Testing Services, N.A.	Trade Vendor			X		
Intralinks, Inc.	Trade Vendor			X		
IPFS Corporation	Trade Vendor			X		
J.P. Morgan Chase Bank NA	Trade Vendor	X (applicable to affiliate of searched entity)	X	X		
JAMF Software LLC	Trade Vendor			X		
Jensen Hughes, Inc.	Trade Vendor	X		X		
Johnson Controls, Inc.	Trade Vendor		X	X		
Kaiser Permanente	Trade Vendor	X (applicable to affiliate of searched entity)	X (applicable to affiliate of searched entity)	X		
Kirkland & Ellis LLP	Trade Vendor			X		
KKR Credit Advisors (US) LLC (EIN: 20-1283596)	Trade Vendor			X		
KnowBe4 Inc.	Trade Vendor			X		
Korn Ferry (US)	Trade Vendor				Firm utilizes services provided by searched entity	
KPMG LLP	Creditor/Trade Vendor		X	X		
KPMG LLP (UK)	Trade Vendor		X (applicable to affiliate of searched entity)	X		
Kroll, LLC	Trade Vendor			X		
Kuehne + Nagel Inc.	Trade Vendor		X (applicable to affiliate of searched entity)			
LinkedIn Corp	Trade Vendor			X		
Live Nation Worldwide Inc.	Trade Vendor			X		
Lloyd's of London	Insurer			X		
Massachusetts Department of Revenue	Trade Vendor			X		
Matrix Networks	Trade Vendor			X		
Mayer Brown LLP	Trade Vendor		X	X		
McCarthy Tetrault LLP	Trade Vendor		X			
McGuireWoods Consulting LLP	Creditor/Trade Vendor			X		
McKinsey & Company, Inc. United States	Creditor/Trade Vendor				Former Client (applicable to affiliate of searched entity)	
McMaster-Carr Supply Company	Trade Vendor			X		
Meadowlark Mechanical LLC	Trade Vendor			X		
MESA Standards Alliance	Trade Vendor		X			
Minnesota Department of Revenue	Trade Vendor			X		
MinterEllison	Trade Vendor		X			
monday.com Ltd	Trade Vendor			X		
Morgan Stanley & Co. LLC	Trade Vendor		X (applicable to affiliate of searched entity)	X		
MSC Mediterranean Shipping Company S.A.	Trade Vendor			X		
Nationwide Mutual Insurance Company	Trade Vendor		X (applicable to affiliate of searched entity)	X		
New Jersey Department of Revenue	Government Authority			X		
New Jersey Department of the Treasury	Trade Vendor			X		
New Mexico Taxation and Revenue Department	Trade Vendor			X		
New York City Department of Finance	Trade Vendor			X		
New York State Corporation Tax	Trade Vendor			X		
New York State Department of Taxation	Trade Vendor			X		
Nomura Corporate Funding Americas, LLC	Trade Vendor	X (applicable to affiliate of searched entity)	X (applicable to affiliate of searched entity)	X		
North Carolina Department of Revenue	Trade Vendor			X		
North River Insurance Company	Insurer	X (applicable to affiliate of searched entity)		X		
Norton Rose Fulbright US LLP	Trade Vendor			X		
O'Reilly Media, Inc.	Trade Vendor		X			
Onshape A PTC Business	Creditor/Trade Vendor			X (applicable to affiliate of searched entity)		

Individual/Entity Name	Bankruptcy Role	Current Client	Former Client	Adverse To Or Aligned With Current Or Former Clients In Unrelated Matters (Applicable to Searched Entity or Affiliate of Searched Entity) [X=Yes]	Other Connection	Lateral Attorney Connection
Oracle America, Inc.	Trade Vendor		X (applicable to affiliate of searched entity)	X		
Oregon Department of Revenue	Government Authority			X		
Orr Protection Systems, Inc.	Creditor/Trade Vendor			X		
OT Technology, Inc.	Trade Vendor			X		
OTIS Elevator Company	Trade Vendor		X	X		
Outcome Energy, LLC (controlled by Timothy G. Healy)	Trade Vendor		X (applicable to controlling shareholder of searched entity)			
Panel Specialists, Inc.	Trade Vendor			X		
Paper Material Handling, Inc.	Trade Vendor			X		
Pennsylvania Department of Revenue	Trade Vendor			X		
Perkins Coie LLP	Trade Vendor		X	X		
Platt Electric Supply	Trade Vendor			X		
Portland General Electric Company	Utility			X		
Potter Anderson & Corroon LLP	Trade Vendor			X		
PricewaterhouseCoopers Advisory Services LLC	Trade Vendor		X (applicable to affiliate of searched entity)	X		
PriceWaterHouseCoopers Asesores De Negocios, S.L.	Trade Vendor		X (applicable to affiliate of searched entity)	X		
Principal Life Insurance Company	Trade Vendor		X			
Qingdao CIMC Container Manufacture Co., Ltd.	Creditor/Trade Vendor			X		Former Client (applicable to affiliate of searched entity)
Reed Smith LLP	Trade Vendor		X			
Repario Data LLC	Trade Vendor	X			Firm utilizes services of searched entity	
Republic Services	Utility			X		
Reuters News & Media Limited	Trade Vendor		X (applicable to affiliate of searched entity)			
Rexel USA, Inc.	Trade Vendor			X		
RH Shipping & Chartering (USA) LLC	Trade Vendor			X		
Richards, Layton & Finger, P.A.	Trade Vendor			X		
Robert Half International, Inc	Trade Vendor			X	Firm utilizes services of searched entity	
Roland Berger LP	Trade Vendor			X		
Russell Reynolds Associates, Inc.	Trade Vendor		X			
S&P Global Inc.	Trade Vendor		X	X		
Salesforce, Inc.	Trade Vendor			X		
Schneider Electric IT Corporation	Creditor/Trade Vendor			X		Former Client (applicable to affiliate of searched entity)
ShelterPoint Life Insurance Company	Trade Vendor			X		
Smartsheet Inc.	Trade Vendor			X		
SOLV Energy, LLC	Trade Vendor			X		
SP Garland Solar Storage, LLC	Trade Vendor			X		
SRP (Salt River Project)	Utility			X		
State of New Jersey Department of Labor and Workforce Development	Trade Vendor			X		
State of New Jersey Division of Taxation	Trade Vendor			X		
Stout Risius Ross, LLC	Trade Vendor		X	X		
Studio Legale Bird & Bird	Trade Vendor		X			
Sunbelt Rentals, Inc	Trade Vendor			X		
Tax Collector, Multnomah County	Trade Vendor			X		
Texas Comptroller of Public Accounts	Trade Vendor			X		
The Boston Consulting Group, Inc.	Trade Vendor			X		
The Insurance Company of the State of Pennsylvania	Insurer		X (applicable to affiliate of searched entity)	X		
The Prudential Insurance Company of America (n/k/a Prudential Financial, Inc.)	Trade Vendor		X	X		
The Prudential Insurance Company of America VB	Trade Vendor		X (applicable to affiliate of searched entity)	X		
Thomson Reuters - West	Trade Vendor		X (applicable to affiliate of searched entity)		Firm utilizes services of searched entity	
Thomson Reuters (Tax & Accounting) Inc.	Trade Vendor		X (applicable to affiliate of searched entity)			
Thyssenkrupp Materials NA, Inc.	Trade Vendor			X		
TMEIC Corporation	Trade Vendor			X		
Total Quality Logistics, LLC	Trade Vendor			X		
Toyota Industries Commercial Finance, Inc.	Trade Vendor			X		
Transperfect International, LLC	Trade Vendor		X (applicable to affiliate of searched entity)	X		
Tricor Direct Inc DBA Emedco	Trade Vendor			X		
TTI, Inc.	Trade Vendor		X			
U.S. Customs and Border Protection	Trade Vendor			X		
UKS Inc.	Trade Vendor	X		X		
ULINE	Trade Vendor			X		
University of North Carolina at Chapel Hill	Trade Vendor		X	X		
US Bank Equipment Finance	Trade Vendor		X (applicable to affiliate of searched entity)	X		
USI Insurance Services	Insurer			X	X	

Individual/Entity Name	Bankruptcy Role	Current Client	Former Client	Adverse To Or Aligned With Current Or Former Clients In Unrelated Matters (Applicable to Searched Entity or Affiliate of Searched Entity) [X=Yes]	Other Connection	Lateral Attorney Connection
USI Insurance Services LLC	Trade Vendor		X (applicable to affiliate of searched entity)		Firm utilizes services of searched entity	
Verizon	Trade Vendor		X (applicable to affiliate of searched entity)	X		
Virginia Department of Taxation	Trade Vendor			X		
Vision Service Plan	Trade Vendor		X	X		
Waste Management of Arizona, Inc.	Utility		X (applicable to affiliate of searched entity)	X		
Wesco Distribution, Inc	Trade Vendor			X		
White & Case, LLP	Additional Notice Party and Professional			X		
Williams Scotsman, Inc (dba WillScot)	Trade Vendor			X		
Willis Towers Watson Northeast, Inc.	Trade Vendor		X (applicable to affiliate of searched entity)	X		
Willis Towers Watson West Insurance Services, Inc	Trade Vendor		X (applicable to affiliate of searched entity)	X		
Wilson Sonsini Goodrich & Rosati, P.C.	Trade Vendor			X		
Wynn Las Vegas, LLC	Trade Vendor			X		
Xerox Financial Services LLC	Trade Vendor			X		
Zurich American Insurance Company	Insurer		X (applicable to affiliate of searched entity)	X		

**EXHIBIT C**

**(Chair Declaration)**

<b>UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY</b>	
<b>GENOVA BURNS LLC</b> Daniel M. Stoltz, Esq. Donald W. Clarke, Esq. Susan A. Long, Esq. Jaclynn N. McDonnell, Esq. <a href="mailto:dstolz@genovaburns.com">dstolz@genovaburns.com</a> <a href="mailto:dclarke@genovaburns.com">dclarke@genovaburns.com</a> <a href="mailto:slong@genovaburns.com">slong@genovaburns.com</a> <a href="mailto:jmcconnell@genovaburns.com">jmcconnell@genovaburns.com</a> 110 Allen Road, Suite 304 Basking Ridge, NJ 07920 Tel: (973) 533-0777 Fax: (973) 814-4045	<b>BROWN RUDNICK LLP</b> Robert J. Stark, Esq. Jeffrey L. Jonas, Esq. Bennett S. Silverberg, Esq. Kenneth J. Aulet, Esq. <a href="mailto:rstark@brownrudnick.com">rstark@brownrudnick.com</a> <a href="mailto:jjonas@brownrudnick.com">jjonas@brownrudnick.com</a> <a href="mailto:bsilverberg@brownrudnick.com">bsilverberg@brownrudnick.com</a> <a href="mailto:kaulet@brownrudnick.com">kaulet@brownrudnick.com</a> Seven Times Square New York, NY 10036 Tel: (212) 209-4800 Fax: (212) 209-4801
<i>Proposed Co-Counsel for the Official Committee of Unsecured Creditors</i>	Eric R. Goodman, Esq. 601 Thirteenth Street NW Suite 600 Washington, DC 20005 Tel: (202) 536-1740 <a href="mailto:egoodman@brownrudnick.com">egoodman@brownrudnick.com</a>
	<i>Proposed Co-Counsel for the Official Committee of Unsecured Creditors</i>
In re:  POWIN, LLC, <i>et al.</i> , <sup>1</sup>  Debtors.	Chapter 11  Case No.: 25-16137 (MBK) (Jointly Administered)  Judge: Hon. Michael B. Kaplan

**DECLARATION OF ACE ENGINEERING & CO. LTD IN SUPPORT OF  
THE APPLICATION FOR ORDER AUTHORIZING THE EMPLOYMENT  
AND RETENTION OF BROWN RUDNICK LLP AS CO-COUNSEL FOR THE  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF  
POWIN, LLC, ET AL., NUNC PRO TUNC TO JUNE 27, 2025**

<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, are: (i) Powin Project LLC [1583]; (ii) Powin LLC [0504]; (iii) PEOS Holdings, LLC [5476]; (iv) Powin China Holdings 1, LLC [1422]; (v) Powin China Holdings 2, LLC [9713]; (vi) Charger Holdings, LLC [5241]; (vii) Powin Energy Ontario Storage, LLC [8348]; (viii) Powin Energy Operating Holdings, LLC [2495]; (ix) Powin Energy Operating, LLC [6487]; (x) Powin Energy Storage 2, Inc. [9926]; (xi) Powin Energy Ontario Storage II LP [5787]; (xii) Powin Canada B.C. Ltd. [2239]. The Debtors' mailing address is 20550 SW 115th Avenue, Tualatin, OR 97062.

I, Carl Kim hereby declare under the penalty of perjury:

1. I, on behalf of Carl Kim of ACE Engineering & Co. Ltd., serve as the Chair of the Official Committee of Unsecured Creditors (the “Committee”) of Powin, LLC and its affiliated debtors and debtors-in-possession (collectively, the “Debtors”) in the above-captioned cases (the “Cases”).

2. I submit this declaration (the “Chair Declaration”) in support of the Application.<sup>2</sup>

3. On June 27, 2025, the Office of the United States Trustee (the “U.S. Trustee”) filed *The United States Trustee’s Notice of Appointment of Committee of Unsecured Creditors* [Docket No. 174].

4. On June 27, 2025, the Committee interviewed several firms for the role of co-counsel for the Committee and ultimately selected Brown Rudnick and Genova Burns to each serve as co-counsel, subject to the Court’s approval. In selecting Brown Rudnick as its co-counsel, the Committee considered its expertise in the relevant legal issues and experience in similar proceedings.

5. I believe that Brown Rudnick has become familiar with the Committee, the Committee’s goals, the Debtors, and many of the potential legal issues that may arise in the context of these Cases. I believe that for these reasons, as well as Brown Rudnick’s extensive experience in representing official committees, that Brown Rudnick is well qualified to represent the Committee in these Cases.

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<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

6. I believe that Brown Rudnick and the Committee's other proposed professionals have established an appropriate system to avoid duplication of work and services for the Committee.

7. I have communicated with Brown Rudnick regarding the firm's proposed rates and terms of engagement for the Committee.

8. The Committee recognizes that it is its responsibility to closely monitor the billing practices of its counsel to ensure the fees and expenses paid by the estates remain consistent with the Committee's expectations and the exigencies of these Cases.

9. The Committee will review all applications for compensation submitted by Brown Rudnick to ensure that Brown Rudnick's fees and costs are consistent with the budget, appropriate in scope and amount, and that there has been no duplication with the Committee's other professionals.

10. The Committee will bring discipline, predictability and accountability to the counsel fees and expenses reimbursement process. While every Chapter 11 case is unique, these budgets will provide guidance on the periods of time involved and the level of the attorneys and professionals that will work on various matters, as well as projections of average hourly rates for the attorneys and professionals for various matters.

11. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: July 25, 2025

Respectfully Submitted,

**THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS**

/s/ Carl Kim

Carl Kim on behalf of ACE Engineering & Co. Ltd.,  
solely in its capacity as Chair of the Official  
Committee of Unsecured Creditors of Powin, LLC,  
*et al.*